

April 7, 2017
Southern
Houston

UNITED STATES BANKRUPTCY COURT

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered
PROPOSED PLAN DATE: To Be Determined

PETITION DATE:
DISTRICT OF TEXAS:
DIVISION:

MONTHLY OPERATING REPORT SUMMARY FOR FEBRUARY 2019⁽¹⁾

MONTH	Estate	Estate	Estate	Estate	Estate
OCTOBER 2018	NOVEMBER 2018	DECEMBER 2018	JANUARY 2019	FEBRUARY 2019	
REVENUES (MOR-6) INCOME BEFORE (NET) DEPRECIATION (MOR-6) NET INCOME (LOSS) (MOR-6)	\$ (24,519) (24,354)	\$ (750) (620)	\$ 5,000 5,134	\$ (23,428) (23,284)	\$ - - -
PAYMENTS TO INSIDERS (MOR-9)	-	750	-	-	121
PAYMENTS TO PROFESSIONALS (MOR-9)	2,744	750	-	-	-
TOTAL DISBURSEMENTS (MOR-7)	24,519	750	2,953	23,428	-

The original of this document must be filed with the United States Bankruptcy Court and a copy must be sent to the United States Trustee

REQUIRED INSURANCE MAINTAINED AS OF SIGNATURE DATE	EXP. DATE
COMMERCIAL GENERAL & PROFESSIONAL LIABILITY ⁽⁵⁾	N/A
UMBRELLA / EXCESS LIABILITY ⁽⁵⁾	N/A
AUTOMOBILE LIABILITY ⁽⁵⁾	N/A
COMMERCIAL PROPERTY LIABILITY ⁽⁵⁾	N/A
MANAGEMENT, DIRECTORS & OFFICERS LIABILITY ⁽⁵⁾	N/A
CRIME AND FIDELITY ⁽⁵⁾	N/A
CYBERCRIME LIABILITY / E & O ⁽⁵⁾	N/A
WORKERS COMPENSATION (3004588)	7/1/2019
WORKERS COMPENSATION (3350063)	7/1/2019
CARGO / TRANSIT ⁽⁵⁾	N/A

Are all accounts receivable being collected within terms⁽²⁾? **N/A**
Are all post-petition liabilities, including taxes, being paid within terms⁽³⁾? **Yes**
Have any pre-petition liabilities been paid?⁽⁴⁾ **Yes**
If so, describe _____ See Footnote 4
Are all funds received being deposited into DIP bank accounts? **Yes**
Were any assets disposed of outside the normal course of business? **No**

Plan filed on January 11, 2019 [ECF No. 963]

What is the status of your Plan of Reorganization?

ATTORNEY NAME: Elizabeth A. Green
FIRM NAME: Baker & Hostetler LLP
ADDRESS: 200 S. Orange Ave.
CITY, STATE, ZIP: SunTrust Center, Suite 2300
TELEPHONE/FAX: Tel (407) 641-4000 Fax (407) 841-0168

TITLE: Chair for 11 Trustee
SIGNED BY Ronald L. Glass
(PRINT NAME OF SIGNATORY)

DATE
3-27-2019

Notes:

- (1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.
- (2) Pursuant to the Asset Purchase Agreement dated October 31, 2017 by and between the Debtors and UpWell Holding, Inc., ("UpWell") all accounts receivable were purchased by UpWell on November 17, 2017.
- (3) Post-petition liabilities have been, or will be, assumed by UpWell with the exception of approximately \$2,675 million in accrued legal and professional fees and \$358,380 in accounts payable valued as of the sale date. Post-petition liabilities of the Entities No Longer an Estate Economic Risk are legal obligations of the buyer per the Asset Purchase Agreement.
- (4) The Jointly Administered Debtors have been authorized by the Court to pay certain prepetition liabilities in previous reporting periods as provided for in the Interim Order to Pay Prepetition Wages [ECF No. 15]. Additionally, other pre-petition liabilities were inadvertently paid in prior reporting periods. The total is less than \$40,000 since the Petition Date.
- (5) Policies expired on January 15, 2019. All pharmacies were transitioned to Upwell by August 31, 2018.

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

Notes to the Monthly Operating Report - February 2019

General:

On April 7, 2017 (the "Petition Date"), Uplift RX, LLC ("Uplift") filed a voluntary petition with the United States Bankruptcy Court under Chapter 11 of the Bankruptcy Code [Case No. 17-32186], along with sixty-two (62) affiliated entities ("Affiliated Entities") presented in Exhibit A. The bankruptcy filings of Uplift and the Affiliated Entities are jointly administered under Case No. 17-32186 (the "Jointly Administered Debtors"). The Jointly Administered Debtors are authorized to file monthly operating reports on a consolidated basis and have presented disbursements by Debtor entity in Exhibit A attached. On October 5, 2017 the Jointly Administered Debtors filed with the court the Debtors' Expedited Amended Motion for Entry of an Order: (A) Approving Amended Bidding Procedures; (B) Authorizing Amended Procedures for the Assignment and Assumption of Certain Executory Contracts; and (C) Granting Related Relief in connection with the sale of substantially all of the Jointly Administered Debtor's Assets. [ECF No. 597] On November 7, 2017, the Court entered its Order Authorizing Sale Free and Clear of Liens, Claims, and Encumbrances in connection with ECF No. 597. [ECF No. 663] Subsequently, on November 17, 2017 the sale transaction closed pursuant to the asset purchase agreement dated October 31, 2017 by and between the Debtors and UpWell. As a result of the closing of the sale, the Jointly Administered Debtors' (A) sold some but not all assets as of November 17, 2017, (B) will convey the remainder of the assets through a number of rolling closings which will occur over the next several months pursuant to the APA, however (C) no longer retain an economic interest in the assets. Therefore, the disbursements made after November 17, 2017 are only from the proceeds of the asset sale, and not the ongoing business operations which are the responsibility of the buyer. Similarly, since the risk of loss is no longer with the Debtors' estates, the insurance is now paid for by the buyer and the buyer is the beneficiary.

Debtor-in-Possession Financial Statements - The accompanying schedules MOR-1 through MOR-9, including Exhibit A, herein are unaudited, preliminary, and may not comply with generally accepted accounting principles in the United States of America ("U.S. GAAP") in all material respects. In addition, the financial statements and the supplemental information contained herein represent the financial information on a consolidated basis of the Jointly Administered Debtors presented in Exhibit A. The debtor entities that are no longer an economic risk to the estate are presented separately from the assets liabilities and disbursements of the estate.

The Monthly Operating Report is limited in scope, covers a limited time period, and has been prepared solely for the purpose of complying with the monthly reporting requirements of the Bankruptcy Court and the United States Trustee. The unaudited financial statements have been derived from the books and records of the Debtors. The information presented herein has not been subjected to all procedures that would typically be applied to financial information presented in accordance with U.S. GAAP. Upon the application of such procedures, the financial information could be subject to changes, and these changes could be material. The information furnished in this Monthly Operating Report includes normal recurring adjustments, but does not include all of the adjustments that would typically be made for interim financial statements in accordance with U.S. GAAP.

Reservation of Rights: Given the complexity of the Debtors' business, inadvertent errors, omissions or over inclusions may have occurred. Accordingly, the Debtors hereby reserve all of their rights to dispute the validity, status, enforceability, or executory nature of any claim amount, representation or other statement in this Monthly Operating Report and reserve the right to amend or supplement this Monthly Operating Report, if necessary, but shall be under no obligation to do so.

Notes

CASE NAME: UPLIFT RX, LLC, et al
CASE NUMBER: 17-32186, Jointly Administered

COMPARATIVE BALANCE SHEETS⁽¹⁾

ASSETS	Estate			Estate			Estate		
	October 31, 2018	November 30, 2018	December 31, 2018	January 31, 2019	January 31, 2019	February 28, 2019	February 28, 2019	February 28, 2019	February 28, 2019
CURRENT ASSETS									
Cash	\$ 3,192,171	\$ 3,191,551	\$ 3,196,685	\$ 3,173,391	\$ 3,173,391	\$ 3,173,512			
Accounts Receivable, Net	-	-	-	-	-	-			
Other Receivable	-	-	-	-	-	-			
Inventory, Net: Weighted Average	-	-	-	-	-	-			
Prepaid Expenses and Deposits	1,260,209	1,260,209	1,260,209	-	-	-			
TOTAL CURRENT ASSETS	4,452,380	4,451,760	4,456,894	3,173,391	3,173,391	3,173,512			
Property, Plant & Equipment at Cost	-	-	-	-	-	-			
Less Accumulated Depreciation	-	-	-	-	-	-			
NET BOOK VALUE OF PP & E	-	-	-	-	-	-			
Definite-lived Intangible Assets	-	-	-	-	-	-			
Less Accumulated Amortization	-	-	-	-	-	-			
NET BOOK VALUE OF DEFINITE-LIVED INTANGIBLE ASSETS	-	-	-	-	-	-			
Goodwill and Indefinite-Lived Intangible Assets	-	-	-	-	-	-			
OTHER ASSETS	-	-	-	-	-	-			
1. Other Assets	-	-	-	-	-	-			
TOTAL ASSETS	\$ 4,452,380	\$ 4,451,760	\$ 4,456,894	\$ 3,173,391	\$ 3,173,391	\$ 3,173,512			

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-2

COMPARATIVE BALANCE SHEETS⁽¹⁾

LIABILITIES & OWNER'S EQUITY		Estate	Estate	Estate	Estate	Estate
		October 31, 2018	November 30, 2018	December 31, 2018	January 31, 2019	February 28, 2019
LIABILITIES						
POST-PETITION LIABILITIES (MOR-4)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
PRE-PETITION LIABILITIES						
CURRENT LIABILITIES:						
Accounts Payable	26,475,467	26,475,467	26,475,467	26,475,467	26,475,467	26,475,467
Accrued Expenses and Other Liabilities	3,210,786	3,210,786	3,210,786	3,210,786	3,210,786	3,210,786
Assets Transferable to UpWell Holdings, Inc.	-	-	-	-	-	-
Current Portion of Note Payable	256,116	256,116	256,116	256,116	256,116	256,116
Current Portion of Capital Lease Obligation	-	-	-	-	-	-
Long-Term Debt Obligation	-	-	-	-	-	-
Line of Credit	-	-	-	-	-	-
Customer Deposits	-	-	-	-	-	-
Deferred Revenue	-	-	-	-	-	-
TOTAL CURRENT LIABILITIES	29,942,369	29,942,369	29,942,369	29,942,369	29,942,369	29,942,369
Note Payable, Net of Current Portion	9,000,000	9,000,000	9,000,000	9,000,000	9,000,000	9,000,000
Capital Lease Obligation, Net of Current Portion	-	-	-	-	-	-
TOTAL PRE-PETITION LIABILITIES	38,942,369	38,942,369	38,942,369	38,942,369	38,942,369	38,942,369
TOTAL LIABILITIES	38,942,369	38,942,369	38,942,369	38,942,369	38,942,369	38,942,369
OWNER'S EQUITY (DEFICIT)						
Series A Preferred Units; 3,639,027 issued and outstanding	2,088,802	2,088,802	2,088,802	2,088,802	2,088,802	2,088,802
Class A Units; 42,550,916 issued and outstanding	18,660,660	18,660,660	18,660,660	18,660,660	18,660,660	18,660,660
Series B Preferred Units; 16,887,585 issued and outstanding	36,312,287	36,312,287	36,312,287	36,312,287	36,312,287	36,312,287
Class B Units; 4,924,698 issued and outstanding	-	-	-	-	-	-
Unit Option Exercises	840,500	840,500	840,500	840,500	840,500	840,500
Accumulated Deficit	(92,392,238)	(92,392,858)	(92,387,724)	(92,387,724)	(93,671,227)	(93,671,106)
TOTAL OWNER'S EQUITY (NET WORTH)	(34,489,989)	(34,490,609)	(34,485,475)	(34,485,475)	(35,768,978)	(35,768,857)
TOTAL LIABILITIES & OWNERS EQUITY	\$ 4,452,380	\$ 4,451,760	\$ 4,456,894	\$ 3,173,391	\$ 3,173,512	\$ 3,173,512

Notes:
(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-3

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

SCHEDULE OF POST-PETITION LIABILITIES⁽¹⁾

	Estate October 31, 2018	Estate November 30, 2018	Estate December 31, 2018	Estate January 31, 2019	Estate February 28, 2019
TRADE ACCOUNTS PAYABLE	\$ -	\$ -	\$ -	\$ -	\$ -
TAX PAYABLE					
Federal Payroll Taxes	-	-	-	-	-
State Payroll Taxes	-	-	-	-	-
Ad Valorem Taxes	-	-	-	-	-
Other Taxes	-	-	-	-	-
TOTAL TAXES PAYABLE	-	-	-	-	-
SECURED DEBT POST-PETITION					
ACCURED INTEREST PAYABLE	-	-	-	-	-
ACCRUED PROFESSIONAL FEES*	-	-	-	-	-
OTHER ACCRUED LIABILITIES	-	-	-	-	-
1. Accrued Operating Expenses	-	-	-	-	-
2. Accrued Marketing Cost of Goods Sold	-	-	-	-	-
TOTAL POST-PETITION LIABILITIES (MOR-3)	\$ -	\$ -	\$ -	\$ -	\$ -

*Payment requires Court Approval

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-4

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

AGING OF POST-PETITION LIABILITIES of Estate⁽¹⁾
February 2019

OUTSTANDING DAYS	TOTAL TRADE ACCOUNTS	ACCURRED OPERATING EXPENSES	ACCURRED MARKETING COST OF GOODS SOLD	ACCURRED PROFESSIONAL FEES	ACCURED SECURED DEBT	ACCURED TAXES PAYABLE
0-30	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
31-60	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
61-90	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
91+	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

AGING OF ACCOUNTS RECEIVABLE⁽¹⁾
February 2019

OUTSTANDING DAYS	TOTAL	THIRD PARTY REVENUE ACCOUNTS RECEIVABLE	MARKETING ACCOUNTS RECEIVABLE	SUBTENANT ACCOUNTS RECEIVABLE
0-30	\$ -	\$ -	\$ -	\$ -
31-60	\$ -	\$ -	\$ -	\$ -
61-90	\$ -	\$ -	\$ -	\$ -
91+	\$ -	\$ -	\$ -	\$ -
SUBTOTAL	\$ -	\$ -	\$ -	\$ -
Provision for doubtful accounts	\$ -	\$ -	\$ -	\$ -
Unapplied cash	\$ -	\$ -	\$ -	\$ -
Anticipated provider withholdings	\$ -	\$ -	\$ -	\$ -
Reversals from prior period	\$ -	\$ -	\$ -	\$ -
Credits and rebates	\$ -	\$ -	\$ -	\$ -
Affiliated companies	\$ -	\$ -	\$ -	\$ -
Estimated marketing revenue	\$ -	\$ -	\$ -	\$ -
TOTAL	\$ -	\$ -	\$ -	\$ -

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

STATEMENT OF INCOME (LOSS)⁽¹⁾

	Estate	Estate	Estate	Estate	Estate	Estate	FILING TO DATE
	October 2018	\$ November 2018	\$ December 2018	\$ January 2019	\$ February 2019		
REVENUES (MOR:1)	\$ -	-	\$ 5,000	\$ -	\$ -	\$ 115,437.282	
TOTAL COST OF REVENUES	-	-	-	-	-	\$ 51,228.677	
GROSS PROFIT	-	-	\$ 5,000	-	-	64,208,605.51	
OPERATING EXPENSES:							
LABOR COST							
Non-Executive Incentive Bonuses	-	-	-	-	-	308,322	
Payroll Taxes	-	-	-	-	-	1,625,313	
Employee Benefits	-	-	-	-	-	2,359,143	
Wages	-	-	-	-	-	19,282,046	
Commissions	-	-	-	-	-	2,185,643	
Severance	-	-	-	-	-	(16,372)	
Capitalized Labor	-	-	-	-	-	(524,209)	
Total Labor Cost	-	-	-	-	-	25,219,886	
OPERATING COSTS							
Facilities Cost	-	-	-	-	-	3,060,369	
General & Administrative	-	-	-	-	-	2,917,161	
Investigation & Restructuring Expenses	21,775	-	-	-	-	4,081,276	
Professional Fees	2,744	750	-	-	-	1,077,575	
Selling & Marketing	-	-	-	-	-	7,249,44	
Shipping & Variable Expenses	-	-	-	-	-	3,331,510	
Technology Expenses	-	-	-	-	-	2,125,784	
Total Operating Costs	24,519	750	-	-	-	23,842,818	
TOTAL OPERATING EXPENSES	24,519	750	-	-	-	49,062,704	
INCOME BEFORE INT. DEPR/TAX (MOR:1)	(24,519)	(750)	\$ 5,000	(23,428)	-	15,145,901	
INTEREST EXPENSE	-	-	-	-	-	146,682	
DEPRECIATION	-	-	-	-	-	3,468,494	
OTHER (INCOME) EXPENSE	(134)	(130)	(134)	(134)	(121)	254,176	
OTHER ITEMS	-	-	-	-	-	60,113,376	
TOTAL INT. DEPR & OTHER ITEMS	(134)	(130)	(134)	(134)	(121)	63,982,728	
NET INCOME (LOSS) BEFORE TAXES	(24,384)	(620)	5,134	(23,294)	121	(48,836,827)	
FEDERAL INCOME TAXES	-	-	-	-	-	61,256	
NET INCOME (LOSS) (MOR:1)	\$ (24,384)	\$ (620)	\$ 5,134	\$ (23,294)	\$ 121	\$ (48,838,083)	

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-6

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

CASH RECEIPTS AND DISBURSEMENTS\$ ⁽¹⁾		Estate		Estate		Estate		Estate		FILING TO	
		October 2018		November 2018		December 2018		January 2019		February 2019	
1. CASH-BEGINNING OF MONTH Adjustment	\$ 3,216,555.66	\$ 3,192,171.27	\$ 3,191,551.16	\$ 3,196,685.39	\$ 3,173,391.22	\$ 3,173,391.22	\$ 3,173,391.22	\$ 3,173,391.22	\$ 3,173,391.22	\$ 3,173,391.22	\$ 3,173,391.22
RECEIPTS:											
2. CASH SALES	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
3. COLLECTION OF ACCOUNTS RECEIVABLE	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
4. LOANS & ADVANCES (attach list)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
5. SALE OF ASSETS	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
6. OTHER (attach list)	\$ 134.22	\$ 129.89	\$ 5,134.23	\$ 5,134.23	\$ 134.23	\$ 134.23	\$ 134.23	\$ 134.23	\$ 134.23	\$ 134.23	\$ 134.23
TOTAL RECEIPTS**	\$ 134.22	\$ 129.89	\$ 5,134.23	\$ 5,134.23	\$ 134.23	\$ 134.23	\$ 134.23	\$ 134.23	\$ 134.23	\$ 134.23	\$ 134.23
(Withdrawal) Contribution by Individual Debtor MFR-2*	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
DISBURSEMENTS:											
7. NET PAY ROLL	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
8. PAYROLL TAXES PAID	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
9. SALES USE & OTHER TAXES PAID	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
10. SECURED/RENTAL/LEASES	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
11. UTILITIES & TELEPHONE	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
12. INSURANCE	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13. INVENTORY PURCHASES	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
14. VEHICLE EXPENSES	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
15. TRAVEL & ENTERTAINMENT	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
16. REPAIRS, MAINTENANCE & SUPPLIES	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
17. ADMINISTRATIVE & SELLING	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
18. OTHER (attach list)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL DISBURSEMENTS FROM OPERATIONS											
19. PROFESSIONAL FEES	\$ 2,743.61	\$ 750.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
20. U.S. TRUSTEE FEES	\$ 21,775.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
21. OTHER REORGANIZATION EXPENSES (attach list)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL DISBURSEMENTS**	\$ 24,518.61	\$ 750.00	\$ -								
22. NET CASH FLOW	\$ (24,384.39)	\$ (620.11)	\$ 5,134.23	\$ (23,294.17)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Adjustment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
23. CASH- END OF MONTH (MFR-2)	\$ 3,192,171.27	\$ 3,191,551.16	\$ 3,196,685.39	\$ 3,173,391.22							

* Applies to individual debtors only

Notes:
(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

OTHER RECEIPTS ⁽¹⁾	Estate	Estate	Estate	FILING TO		DATE
				October 2018	November 2018	
1 Incoming credit	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 67,619.40
2 Bank adjustment	-	-	-	-	-	4,307.23
3 Merchant transactions	-	-	-	-	-	2,818,911.59
4 Returned deposits	-	-	-	-	-	(57,592.99)
5 Other receipts	-	-	-	-	-	-
6 Bank interest	134.22	129.89	134.23	134.23	134.23	121.25
7 Zions Bank/ZBA Debit Reversal	-	-	-	-	-	364,255.59
8 Upwell Holdings	-	-	5,000.00	-	-	15,000.00
TOTAL OTHER RECEIPTS	\$ 134.22	\$ 129.89	\$ 5,134.23	\$ 134.23	\$ 134.23	\$ 121.25

CASH RECEIPTS AND DISBURSEMENTS line 6 on MOR-7

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-7a

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

	Estate		Estate		Estate		Estate		FILING TO	
	October 2018	November 2018	December 2018	January 2019	February 2019					DATE
OTHER DISBURSEMENTS⁽¹⁾										
1. 401(k)										1,197,926.46
2. Other Disbursements										8,364.12
3. Bank Charges										216,789.62
4. Benefits										2,175,185.39
5. Employee Reimbursement										379,185.08
6. IT Services										2,024,693.17
7. Licenses and fees										174,353.81
8. Media										9,473,212.34
9. Merchant Fees										171,091.36
10. Pharmacy Purchase/Management Fee										74,000.00
11. Shipping										1,941,855.17
12. Teladoc										3,275,080.00
13. Onsite food and beverage program										65,862.32
14. Petty cash										2,000.00
15. Office supplies										88,055.02
16. Security										32,736.07
17. Pest control										889.55
18. Customer refunds										30,945.88
19. Temporary Labor										87,672.19
20. Obsolete inventory disposal										89,198.41
21. Bookkeeping services										10,800.00
TOTAL OTHER DISBURSEMENTS										\$ 21,519,905.90

CASH RECEIPTS AND DISBURSEMENTS line 18 on MOR-7

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-7b

CASH ACCOUNT RECONCILIATION⁽¹⁾
MONTH OF FEBRUARY 2019

No.	Account Name	Bank Name	Account Type	Account Number (last 4 digits only)	Transitioned to Upwell ⁽²⁾	Ending Bank Balance on February 28, 2019	Outstanding Checks	Deposits In Transit	Ending Adjusted Bank Balance (Must Agree with Books)
1	Alliance Health Networks, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	8528		\$0			\$
2	Alliance Medical Administration, Inc.	Zions Bank	Primary Expense Account	9016					
3	Alliance Medical Administration, Inc.	Zions Bank	Pharmacy Account - Swept to Concentration Account	8745					
4	Alliance Medical Holdings, LLC	Zions Bank	Gold Business/Sweep Concentration Account	8984					
5	Alliance Medical Holdings, LLC	Zions Bank	Gold Business/Sweep Account	0224					
6	Alta Distributors, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	8836					
7	Belle Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	4121					
8	Benson Pharmacy, Inc.	Zions Bank	Pharmacy Account - Swept to Concentration Account	3024					
9	Bershshire Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3925					
10	Best Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2596					
11	Bridgestone Pharmacy Holdings, LLC	NONE	N/A						
12	Bridgestone Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2935					
13	Brookside Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2950					
14	BrooksideRx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	7332					
15	BunkaRx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3321					
16	Canyon Medical, LLC	NONE	N/A						
17	Canyons Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2737					
18	Charleston Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2992					
19	Cheshire Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2752					
20	Conoly Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3032					
21	Cotterwood Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	5821					
22	Creswell Pharmacy Holdings, LLC	NONE	N/A						
23	Delaney Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2976					
24	Eat Great Cafe, LLC	NONE	N/A						
25	Galena Pharmacy Holdings, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2668					
26	Galena Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3313					
27	Garnett Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	6069					
28	Health Rx Holdings, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3040					
29	Geneva Rx Holdings, LLC	NONE	N/A						
30	Glendale Square Rx, Inc.	Zions Bank	Pharmacy Account - Swept to Concentration Account	2877					
31	Goodman Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2794					
32	Hawthorne Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2638					
33	Hawthorne Rx Holdings, LLC	NONE	N/A						
34	Hazelwood Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	6391					
35	Health Rx Holdings, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	N/A					
36	Health Saver Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3784					
37	Improve Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3040					
38	Innovative Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2877					
39	Kendall Pharmacy, Inc.	Zions Bank	Pharmacy Account - Swept to Concentration Account	2662					
40	Lakelife Rx, Inc.	Zions Bank	Pharmacy Account - Swept to Concentration Account	4287					
41	Lane Peak Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	4220					
42	Medina Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3305					
43	New Jersey Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	6383					
44	New Life Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2869					
45	Newton Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	8737					
46	Oak Creek Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3057					
47	Omega Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3008					
48	Olin Pharmaceutical, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2853					
49	On Track Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	8827					
50	Osceola Clinic Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2588					
51	Philadelphia Pharmacy Holdings, LLC	NONE	N/A						
52	Pinnacol Pharmacy Solutions, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2673					
53	Raven Pharmacy Holdings, LLC	NONE	N/A						
54	Raven Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	4568					
55	Richardson Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	N/A					
56	Riverton Prescription Services, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3065					
57	Alameda Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2620					
58	Baytree Pharmacy LLC Block Account FBO Alta Distributors LLC	Zions Bank	Pharmacy Account - Swept to Corp Account	2943					
59	Cordele Pharmacy LLC Block Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	5799					
60	Smyrna Health Services, LLC	Zions Bank	Pharmacy Account - Swept to Corp Account	8802					
61	Uplift Rx, LLC	Zions Bank	Pharmacy Account - Swept to Corp Account	8919					
62	Waveley Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Corp Account	3073					
63	Woodward Drugs, LLC	Zions Bank	Pharmacy Account - Swept to Corp Account	2885					
64	Woodward Rx Holdings, LLC	NONE	N/A						
65	Yerba Buena Pharmacy, LLC	Zions Bank	Basic Business Checking	2760					
66	El Dorado Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	6241					
67	Genesee Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	1354					
68	David Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	4892					
69	El Dorado Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	0440					
70	Genesee Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	6213					
71	Hawkins Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	4718					
72	Jefferson Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	0408					
73	Northwood Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	4700					
74	Oak Creek Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	8653					
75	Oak Creek Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	0390					

CASH ACCOUNT RECONCILIATION⁽¹⁾
MONTH OF FEBRUARY 2019

(1) We are continuing normally operating regular services as an integral part of our business.
(2) Wells Fargo Debtor in Possession accounts were opened due to Zions forced closure of all accounts during April 2018
(3) Istitute escrow account set up to receive sales proceeds from UpWell.

(4) List checking accounts

Pharmacies Tra
nscritas

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186 Jointly Administered

PAYMENTS TO INSIDERS AND PROFESSIONALS⁽¹⁾

Of the total disbursements shown for the month, list the amount paid to insiders (as defined in Section 10(3)(A)-(F) of the U.S. Bankruptcy Code) and the professionals.

Also, for insiders, identify the type of compensation paid (e.g., salary, commission, bonus, etc.) (Attach additional pages as necessary)

INSIDERS: NAME/COMP TYPE	POSITION	MONTH	MONTH	MONTH	MONTH	MONTH	MONTH	Filing to Date
		October 2018	November 2018	December 2018	January 2019	February 2019		
1. Jordan Smith	SVP of Inside Sales (terminated on September 15, 2017)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 87,779.15
	Chief Executive Officer (resigned on April 14, 2017)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 23,027.35
2. Jeffrey Smith	Chief Financial Officer	\$ -	\$ 750.00	\$ -	\$ -	\$ -	\$ -	\$ 187,243.47
3. Scott Klossner	Chief Revenue Officer	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 160,493.43
4. Blaine Smith	Chief Pharmacy Officer	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 162,262.88
5. Sallie Paoline	Interim Chief Executive Officer	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 167,818.30
6. Matt Simas		\$ -	\$ 750.00	\$ -	\$ -	\$ -	\$ -	\$ 788,624.58
TOTAL INSIDERS (MOR-1)								

PROFESSIONALS	POSITION	MONTH	MONTH	MONTH	MONTH	MONTH	MONTH	Filing to Date
		October 2018	November 2018	December 2018	January 2019	February 2019		
1. Hilco Valuation Services, LLC	Professional	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 17,645.25
2. Tom Collins	Mediator	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,900.00
3. Victoria	Recruiting	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,895.50
4. HealthCare Appraisers Inc.	Business Valuation	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 16,643.00
5. Jennifer Hananel	Consulting	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 20,612.90
6. Stinson Leonard Street LLP	Legal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 330.00
7. Baker & Hostetler	Legal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,840,276.57
8. WSRP, LLC	401(K) Audit	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 6,644.25
9. Coldwell Banker Commercial Advisors	Realitor	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 55,822.91
10. Tanner LLC	Tax	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 20,000.00
11. David Hoffman & Associates	Consulting	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 14,517.40
12. Fox Rothschild LLP	Legal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 350,901.38
13. BMC Group	Claims Agent	\$ 2,743.61	\$ -	\$ -	\$ 2,933.40	\$ -	\$ -	\$ 24,866.01
14. Cain Reznick, LLP	Legal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 222,380.33
15. Scott Klossner	Consulting	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 5,154.59
16. Kimball Law	Legal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 12,828.82
17. GlassBarnett Advisory & Capital Group, LLC	Financial Advisors	\$ -	\$ 750.00	\$ -	\$ -	\$ -	\$ -	\$ 1,012,097.59
TOTAL PROFESSIONALS (MOR-1)		\$ 2,743.61	\$ -	\$ -	\$ 2,933.40	\$ -	\$ -	\$ 3,627,912.20

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-9

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

Exhibit A - CONSOLIDATING DISBURSEMENTS OF JOINTLY ADMINISTERED CASES IN CHAPTER 11

CASE NAME:
UPJUFT RX, LLC, et al.
17-32186

JOINT ADMINISTRATION CASE NUMBER:
17-32186

DISBURSEMENTS (1)									
No.	Entity	Case No.	Estate October 2018	Estate November 2018	Estate December 2018	Estate January 2019	Estate February 2019	Estate March 2019	Filing to Date
1	Alliance Health Networks, LLC	17-32250	\$	\$	\$	\$	\$	\$	\$ 10,865,555.45
2	Alliance Medical Administration, Inc.	17-32246							33-220-755-80
3	Alliance Medical Holdings, LLC	17-32188	24,518.61	750.00		23,425.40			11,567,741.97
4	Aita Distributors, LLC	17-32245							15,488.03
5	Belle Pharmacy, LLC	17-32187							581,538.00
6	Benson Pharmacy, Inc.	17-32191							509,716.34
7	Berkshire Pharmacy, LLC	17-32207							1,057.74
8	Best Rx, LLC	17-32209							820.35
9	Bridgestone Pharmacy Holdings, LLC	17-32235							
10	Bridgestone Pharmacy, LLC	17-32215							
11	Brookhill Pharmacy, LLC	17-32216							
12	Brockadders, LLC	17-32199							
13	Burbank Pharmacy, LLC	17-32217							
14	Camyon Medical, LLC	17-32243							
15	Carlyns Pharmacy, LLC	17-32218							
16	Charleston Rx, LLC	17-32195							1,138,044.69
17	Cheshire Pharmacy, LLC	17-32219							1,407.78
18	Conolly Pharmacy, LLC	17-32220							
19	Cotswoldled Pharmacy, LLC	17-32221							
20	Cresswell Pharmacy Holdings, LLC	17-32236							
21	Delaney Pharmacy, LLC	17-32210							
22	East Great Cafe, LLC	17-32249							
23	Galena Pharmacy Holdings, LLC	17-32237							
24	Galena Pharmacy, LLC	17-32222							
25	Garnett Pharmacy, LLC	17-32219							
26	Geneva Pharmacy, LLC	17-32189							
27	Geneva Rx Holdings, LLC	17-32238							
28	Gieddle Square Rx, Inc.	17-32229							
29	Goodman Pharmacy, LLC	17-32198							
30	Hawthorne Pharmacy, LLC	17-32224							
31	Hawthorne Rx Holdings, LLC	17-32239							
32	Hazelwood Pharmacy, LLC	17-32225							
33	Health Rx Holdings, LLC	17-32242							
34	Health Saver Rx, LLC	17-32208							
35	Improve Rx, LLC	17-32205							
36	Innovate Rx, LLC	17-32194							
37	Kendall Pharmacy, Inc.	17-32192							
38	Ledgerforce Rx, Inc.	17-32230							
39	Lens Peak Rx, LLC	17-32204							
40	Medina Pharmacy, LLC	17-32227							
41	New Jersey Rx, LLC	17-32206							
42	New Life Pharmacy, LLC	17-32211							
43	Newton Rx, LLC	17-32203							
44	Oak Creek Rx, LLC	17-32201							
45	Ohaha Rx, LLC	17-32190							
46	Olin Pharmaceutical, LLC	17-32247							
47	On Track Rx, LLC	17-32196							
48	Oncocia Clinic Pharmacy, LLC	17-32205							
49	Philadelphia Pharmacy Holdings, LLC	17-32241							
50	Pinnace Pharmacy Solutions, LLC	17-32231							
51	Raven Pharmacy Holdings, LLC	17-32224							
52	Raven Pharmacy, LLC	17-32228							
53	Richardson Prescription Services, LLC	17-32193							
54	Riverbend Prescription Services, LLC	17-32233							
55	Roverfront Rx, LLC	17-32232							
56	Sylvine Health Services, LLC	17-32241							
57	Shorebrook Pharmacy, LLC	17-32213							
58	Units Rx, LLC	17-32197							
59	Upfront Rx, LLC	17-32166							
60	Waxery Pharmacy, LLC	17-32202							
61	Woodward Drugs, LLC	17-32214							
62	Woodward Rx Holdings, LLC	17-32240							
Total Disbursements (same as MOR-1 disbursements)									
		\$ 24,518.61	\$ 750.00	\$ 23,425.40	\$ 23,425.40	\$ 23,425.40	\$ 23,425.40	\$ 23,425.40	\$ 86,900,669.71

Exhibit A

(1) On October 5, 2017 the Jointly Administered Debtors filed with the court the Debtors' Expedited Motion for Entry of an Order: (A) Approving Amended Bidding Procedures; (B) Authorizing Amended Procedures for the Assignment and Assumption of Certain Executive Contracts; and (C) Granting Related Relief in connection with the sale of substantially all of the Jointly Administered Debtors' Assets. [ECF No. 597] On November 7, 2017, the Court entered its Order Authorizing Sale Free and Clear of Liens, Claims, and Encumbrances in connection with the asset sale transaction closed pursuant to the asset purchase agreement dated October 31, 2017 by and between the Debtors and UpWell. As a result of the closing of the sale, the Jointly Administered Debtors' assets sold same as of November 7, 2017. Subsequently, on November 17, 2017, b) will convey the remainder of the assets through a number of rolling closings which will occur over the next several months pursuant to the ACP, however c) no longer retain an economic interest in the assets. Therefore, the disbursements made after November 17, 2017 are only from the proceeds of the asset sale, and not the ongoing business operations which are the responsibility of the buyer.